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*Counsel to Elliott Management Corporation, on behalf of itself and
certain funds and accounts managed, advised, or sub-advised by it*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC COMPANY,

Reorganized Debtors.

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric Company

☒ Affects both Debtors

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Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**APPELLANT ELLIOTT MANAGEMENT
CORPORATION'S STATEMENT OF
ISSUES AND DESIGNATION OF ITEMS TO
BE INCLUDED IN THE RECORD ON
APPEAL**

Elliott Management Corporation, on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it ("Elliott" or "Appellant"), by and through its undersigned counsel, Ropes & Gray LLP, hereby provides, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the following statement of issues and designation of the items to be included in the record in connection with Elliott's appeal from (i) the *Order Disallowing Administrative Expense Claims of Elliott Management Corporation* entered on October 22, 2020 [D.I. 9334] (the "Order") by the United States Bankruptcy Court for the Northern District of California (the "Bankruptcy Court"), and (ii) the related *Memorandum Decision Disallowing Administrative Expense Claims* dated October 22, 2020 [D.I. 9333] (the "Memorandum Decision") issued by the Bankruptcy Court.

STATEMENT OF ISSUES ON APPEAL

1. Whether the Bankruptcy Court erred in ruling that Elliott's request for allowance and payment of an administrative expense claim under section 503(b)(1) of the Bankruptcy Code for damages arising out of the Debtors' postpetition breach of a Restructuring Support Agreement was barred as a matter of law by the release provisions of Section 10.9(b) of the Debtors' chapter 11 plan and paragraph 56 of the order confirming the Debtors' chapter 11 plan (the "Confirmation Order").

DESIGNATION OF RECORD ON APPEAL

Appellant hereby designates the following items to be included in the record on appeal, which includes all exhibits and addenda attached thereto and filed therewith and all documents incorporated by reference therein:

	Item	Filing/Entry Date	Docket No. ¹
1.	Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry Into and	01/03/2020	5267

¹ Unless otherwise indicated, all references herein to "Docket No." shall be to the docket maintained in the above-captioned chapter 11 cases.

	Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry Into and Performance Under, Debt Financing Commitment Letters and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims		
2.	Declaration of Kenneth S. Ziman in Support of Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	01/03/2020	5268
3.	Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	01/27/2020	5519
4.	Declaration of Jason P. Wells in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	01/27/2020	5520
5.	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated January 31, 2020	01/31/2020	5590
6.	Transcript of the Hearing Held on February 4, 2020	02/05/2020	5634
7.	Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Approving and Authorizing the Debtors to Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	02/05/2020	5637
8.	Notice of Withdrawal of Chapter 11 Plan of Reorganization	02/05/2020	5644

9.	Amended Order Establishing Schedule for Disclosure Statement Approval and Plan Confirmation	02/11/2020	5732
10.	Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	03/02/2020	6013
11.	Declaration of Kenneth S. Ziman in Support of Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	03/03/2020	6014
12.	Notice Regarding Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	03/11/2020	6261
13.	Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Equity Backstop Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums and Expenses as Administrative Expense Claims	03/16/2020	6321
14.	Order (I) Approving Proposed Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization; (II) Approving Form and Manner of Notice of Hearing on Proposed Disclosure Statement; (III) Establishing and Approving Plan Solicitation and Voting Procedures; (IV) Approving Forms of Ballots, Solicitation Packages, and Related Notices; and (V) Granting Related Relief	03/17/2020	6340

15.	Transcript of the Hearing Held on March 16, 2020	03/19/2020	6371
16.	Plan Proponents' Joint Memorandum of Law and Omnibus Response in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020	7528
17.	Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	06/09/2020	7848
18.	Declaration of Kenneth S. Ziman in Support of Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	06/09/2020	7849
19.	Order Shortening Time for Hearing on Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into And Performance Under, Amended Equity Backstop Commitment Documents And (II) Authorizing Incurrence, Payment And Allowance of Related Premiums As Administrative Expense Claims	06/09/2020	7863
20.	Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	06/16/2020	7972
21.	Transcript of the Hearing Held on June 16, 2020	06/17/2020	7984
22.	Memorandum Decision - Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	06/17/2020	8001
23.	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	06/19/2020	8048
24.	Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	06/20/2020	8053

25.	Notice Regarding Entry of Confirmation Order and Occurrence of Effective Date of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	07/02/2020	8252
26.	Motion of Elliott Management Corporation for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief from the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(b)	07/24/2020	8536
27.	Joinder in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim	08/04/2020	8663
28.	Joinder of Pacific Investment Management Company LLC in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim	08/07/2020	8704
29.	Transcript of the Status Conference Held on August 7, 2020	08/10/2020	8719
30.	Order Regarding Scheduling with Respect to Elliott Management Corporation Motion for Allowance and Payment of Administrative Expense Claim and Related Joinders	08/11/2020	8746
31.	Reorganized Debtors' Initial Opposition to Elliott Management Corporation's Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders	08/26/2020	8864
32.	Elliott Management Corporation's Response to Reorganized Debtors' Initial Opposition to Motion for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief from the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(b)	09/14/2020	9032
33.	Additional RSA Noteholders' Response to the Reorganized Debtors' Initial Opposition to Elliott Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders	09/14/2020	9034
34.	Reorganized Debtors' Reply in Support of Initial Opposition to Elliott Management Corporation's	09/25/2020	9143

	Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders		
35.	Transcript of the Hearing Held on October 13, 2020	10/14/2020	9307
36.	Memorandum Decision Disallowing Administrative Expense Claims	10/22/2020	9333
37.	Order Disallowing Administrative Expense Claims of Elliott Management Corporation	10/22/2020	9334
38.	Order Disallowing Administrative Expense Claims of Canyon Capital Advisors LLC et al.	10/22/2020	9335
39.	Order Disallowing Administrative Expense Claims of Pacific Investment Management Company LLC	10/22/2020	9336
40.	Notice of Appeal and Statement of Election to Have Appeal Heard by the District Court filed by Elliott Management Corporation	11/04/2020	9398
41.	Notice of Appeal and Statement of Election to Have Appeal Heard by the District Court filed by Canyon Capital Advisors LLC, Citadel Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C., Sculptor Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor SC II, LP, and Värde Partners, Inc.	11/04/2020	9403
42.	Notice of Appeal and Statement of Election to Have Appeal Heard by the District Court filed by Pacific Investment Management Company LLC	11/04/2020	9405

Appellant reserves the right to amend, modify, and/or supplement the foregoing issues and designations.

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CERTIFICATION REGARDING TRANSCRIPTS

Pursuant to Rule 8009(b)(1) of the Federal Rules of Bankruptcy Procedure, Appellant hereby certifies that it is not ordering any transcripts. All transcripts have been prepared and are filed on the docket and are designated in the foregoing designation of the record.

Dated: November 18, 2020

ROPES & GRAY LLP

By: /s/ Rocky C. Tsai

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